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December 27, 2002

RECORDATION NO. 24260 FILED

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

DEC 27 '02 11-01 AM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of December 26, 2002. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

Suntrust Leasing Corporation
120 East Baltimore Street
Baltimore, MD 21202

Borrower:

Cryo-Trans, Inc.
P.O. Box 417
Mt. Airy, MD 21771

A description of the equipment covered by the Memorandum of Security Agreement consists of 442 boxcars numbered CRYX 1001, 1002, 1004-1011, inclusive, 1013-1017, inclusive, 1019-1023, inclusive, 1025-1028, inclusive, 1030-1039, inclusive, 1041-1072, inclusive, 1074-1102, inclusive, 1105-1112, inclusive, 1114-1118, inclusive, 1120-1132, inclusive, 1134-1167, inclusive, 1169-1173, inclusive, 1176-1178, inclusive, 1180-1199,

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Honorable Vernon A. Williams
December 27, 2002
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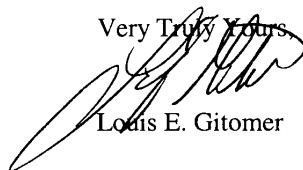
inclusive, 1201, 1203, 1204, 1206-1219, inclusive, 1221, 1222, 1323-1342, inclusive, 1400-1403, inclusive, 1406-1412, inclusive, 1414-1420, inclusive, 1422-1424, inclusive, 1426-1438, inclusive, 2000-2007, inclusive, 2021-2074, inclusive, 2125, 2126, 2128-2149, inclusive, and 4000-4099, inclusive.

A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between Suntrust Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21202, and Cryo-Trans, Inc., P.O. Box 417, Mt. Airy, MD 21771, covering 442 boxcars numbered CRYX 1001, 1002, 1004-1011, inclusive, 1013-1017, inclusive, 1019-1023, inclusive, 1025-1028, inclusive, 1030-1039, inclusive, 1041-1072, inclusive, 1074-1102, inclusive, 1105-1112, inclusive, 1114-1118, inclusive, 1120-1132, inclusive, 1134-1167, inclusive, 1169-1173, inclusive, 1176-1178, inclusive, 1180-1199, inclusive, 1201, 1203, 1204, 1206-1219, inclusive, 1221, 1222, 1323-1342, inclusive, 1400-1403, inclusive, 1406-1412, inclusive, 1414-1420, inclusive, 1422-1424, inclusive, 1426-1438, inclusive, 2000-2007, inclusive, 2021-2074, inclusive, 2125, 2126, 2128-2149, inclusive, and 4000-4099, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, dated as of December 26, 2002, by and between CRYO-TRANS, INC. ("Borrower") and SUNTRUST LEASING CORPORATION ("Lender").

1. The Lender has made available to the Borrower (i) a drawdown loan facility for the purpose of financing the costs of certain modifications to various railroad cars (the "Modifications Facility"), and (ii) an acquisition drawdown facility for the purpose of financing the costs of the purchase of various new railroad cars (the "Acquisition Facility", and collectively with the Modifications Facility, the "Loans") pursuant to a Loan and Security Agreement, dated as of December 26, 2002 (the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to (among other things), (a) the railcars (the "Railcars") as more fully described in attached Exhibit A, (b) those certain Railcar Utilization Agreement more fully described in attached Exhibit A, and any other Railcar Utilization Agreements hereafter executed with respect to the Railcars, as such agreements relate to the Railcars, or any substitution or replacement thereof, pursuant to which one or more Railcars are leased to, or made available for use by, any third party (collectively, the "Leases"), and (c) the payments and all other sums due now or hereafter under or with respect to any or all of the Leases or the Railcars, and all other proceeds of the foregoing.

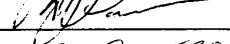
IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

RECORDATION NO. 24260 FILED

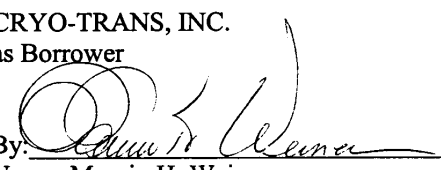
DEC 27 '02 11-01 AM

SURFACE TRANSPORTATION BOARD

SUNTRUST LEASING CORPORATION
as Lender

By: 
Name: M. J. POWERS
Title: SECRETARY

CRYO-TRANS, INC.
as Borrower

By: 
Name: Marvin H. Weiner
Title: President

STATE OF Maryland)
)
CITY/COUNTY OF Anne Arundel) to wit:

I hereby certify that on this 26th day of December, 2002, before me, the undersigned Notary Public of said State, personally appeared Michael S. Fawers, who acknowledged himself to be the Secretary of SUNTRUST LEASING CORPORATION, and acknowledged that he, as such Secretary, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of SUNTRUST LEASING CORPORATION by himself as Secretary.

IN WITNESS MY Hand and Notarial Seal.

[Signature]
NOTARY PUBLIC

My Commission Expires: 4/27/03

STATE OF Maryland)
)
CITY/COUNTY OF Frederick) to wit:

I hereby certify that on this ____ day of December, 2002, before me, the undersigned Notary Public of said State, personally appeared MARVIN H. WEINER who acknowledged himself to be the President of CRYO-TRANS, INC., a Maryland corporation, and acknowledged that he, as such President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of CRYO-TRANS, INC. by himself as President.

IN WITNESS MY Hand and Notarial Seal.

[Signature]
NOTARY PUBLIC

My Commission Expires: 10/28/06

EXHIBIT A

1. That certain letter agreement dated December 23, 1999 (as amended), by and between the Borrower and Lamb-Weston, Inc.
2. That certain letter agreement dated January 19, 2001, by and between the Borrower and Union Pacific Railroad.
3. That certain Railcar Utilization Agreement dated May 23, 1989 (as amended) by and between the Borrower and Lamb-Weston, Inc.
4. That certain Railcar Utilization Agreement dated October 19, 1998 (as amended) by and between the Borrower and Agrilink Foods, Inc. (formerly Agrilink Foods Vegetable Company).
5. That certain Railcar Utilization Agreement dated 2002, by and between the Borrower and McCain Foods USA, Inc.

NEW RAILROAD CARS

CRYX 4000-4099

EXISTING RAILROAD CARS*

CRYX 1323 - 1342
CRYX 2000 - 2007
CRYX 2021 - 2074
CRYX 2125- 2126
CRYX 2128 – 2149

*In the event these numbers change, the Borrower shall provide the Lender with the new numbers as soon as possible.

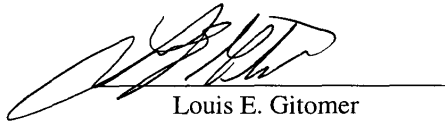
ADDITIONAL RAILROAD CARS

CRYX 1001 - 1002
CRYX 1004 - 1011
CRYX 1013 - 1017
CRYX 1019- 1023

CRYX 1025 - 1028
CRYX 1030 - 1039
CRYX 1041 - 1072
CRYX 1074 - 1102
CRYX 1105 - 1112
CRYX 1114 - 1118
CRYX 1120 - 1132
CRYX 1134 - 1167
CRYX 1169 - 1173
CRYX 1176 - 1178
CRYX 1180 - 1199
CRYX 1201
CRYX 1203 - 1204
CRYX 1206 - 1219
CRYX 1221 - 1222
CRYX 1400 - 1403
CRYX 1406 - 1412
CRYX 1414 - 1420
CRYX 1422 - 1424
CRYX 1426 - 1438

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Security Agreement dated as of December 26, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
December 27, 2002